

ARTICLE I **NAME.** The name of the Association is the Essex Running Club, hereinafter called "the Club" or "ERC."

ARTICLE II **PURPOSE.** The Club is organized to encourage and promote running and related activities for people at all levels of fitness and ability. It is a nonprofit organization, and all moneys received by the Club will be used to finance the operations of the Club, including making charitable contributions as determined by the Executive Committee.

ARTICLE III **MEMBERSHIP AND DUES.** All interested persons shall be eligible for active membership in the Club. Annual dues for all members shall be determined by the Executive Committee. All memberships shall be for the calendar year, January through December, except for new members joining after August, who will have their membership extended through December of the next year. Membership shall be suspended or terminated for nonpayment of dues and may also be terminated by the Executive Committee at its discretion.

ARTICLE IV **EXECUTIVE COMMITTEE AND OFFICERS.** The Executive Committee of the Club shall consist of the President, the Vice President, the Secretary, the Treasurer, and no more than 16 additional members, all of whom shall be elected as hereinafter provided and all of whom must be members of the Club.

ARTICLE V **DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE**

Section 1 **President.** The President shall preside at all meetings of the Club and shall be ex officio Chairman of the Executive Committee.

Section 2 **Vice President.** The Vice President shall assist the President in the discharge of his or her duties and preside in his or her absence.

Section 3 **Secretary.** The Secretary shall keep a record of the proceedings of all meetings of the Executive Committee and be responsible for any written communications of an official nature sent or received by the Club.

Section 4 **Treasurer.** The Treasurer shall collect and receive all moneys, keep a correct account thereof and deposit same in the name of the Club in such bank as may be approved by the Executive Committee, and pay all appropriate bills/invoices submitted for payment. The Executive Committee may appoint one of its members to act as Assistant Treasurer, whose duty it shall be to approve bills/invoices submitted to the Treasurer for payment. The Treasurer shall submit in writing an annual report of the financial condition of the Club, and this report must be reviewed and approved by the Executive Committee.

Section 5 **Executive Committee.** The Executive Committee shall be responsible for the general management of the affairs of the Club. The Executive Committee shall appoint from its body the Officers, committees, and staff for the Club. It shall arrange dates for running and other events for adoption by the Club, determine and settle any questions or disputes that may be referred to the Club for decision, and take such steps as it may consider necessary and expedient to carry into effect the objectives of the Club. Any decisions made by the Executive Committee are to be made by the majority of the quorum.

ARTICLE VI **APPOINTED COMMITTEES AND STAFF.** The Executive Committee shall have the power to appoint any committees or staff it thinks would be helpful in the operation of the Club. Examples are Entertainment, Membership, Fundraising and Advertising, Legal, Newsletter, Website, Racing Team, and USATF Representative. Anyone appointed to a committee or staff position must be a member of the Club but does not have to be a member of the Executive Committee. The duties of such committees and staff shall be specified by the Executive Committee and shall include reporting back to the Club or Executive Committee with their recommendations.

ARTICLE VII **MEETINGS**

Section 1 **General Meetings.** A General Meeting of the Club shall be held monthly on a day determined by the Executive Committee at such place as the Executive Committee may appoint, except when circumstances require that the Executive Committee cancel or change the meeting for a particular month.

- Section 2** **Annual Meeting.** The Annual Meeting shall be the December meeting of the Club, except when circumstances require delaying the meeting until the January meeting or a Special Meeting.
- Section 3** **Special Meetings.** The Executive Committee may call a Special Meeting of the Club whenever the Executive Committee considers such a meeting necessary.
- Section 4** **Board Meetings.** The Executive Committee shall meet at such time and place as the Executive Committee considers expedient.

ARTICLE VIII ELECTIONS

- Section 1** In September each year, notice shall be posted on the Club website and in the Club newsletter soliciting names of members interested in serving on the Executive Committee the next year.
- Section 2** In November each year, the Executive Committee shall nominate the Officers and no more than 16 additional candidates to serve on the Executive Committee the next year. The nominees shall notify the Secretary, no later than November 15, of their intention to serve. The candidates shall be voted on at the Annual Meeting.
- Section 3** Only members of the Club shall be allowed to vote at the Annual Meeting. Every member present when a motion is under consideration shall vote thereon unless excused. Voting by proxy shall be allowed, and proxies shall be in writing and signed, but need not be sealed, witnessed, or acknowledged, and shall be filed with the Secretary at or before the meeting or with an alternate if so designated by the Executive Committee. Proxies may also be submitted by e-mail or fax provided that the Secretary or the designated alternate can verify the validity of the member submitting the proxy. The results of the election shall be determined by a majority of the votes cast, including proxies and votes of members present.
- Section 4** Vacancies occurring in any office or committee after the annual election shall be filled by appointment by the Executive Committee until the next Annual Meeting of the Club.

ARTICLE IX NOTICES

- Section 1** Notices of General Meetings and Board Meetings shall be in writing and shall be mailed to each member or published in the Club newsletter in advance of each such meeting. Notices and other mailings can also be sent by e-mail to members who request this option.
- Section 2** Notice of a Special Meeting shall state in detail the subjects proposed to be acted upon, and at such meeting no other matter shall be acted upon.
- Section 3** Notice of the Annual Meeting shall, if possible, include the nominations for the Executive Committee and the Officers.

ARTICLE X QUORUMS. Twenty-five percent of the total Club membership shall constitute a quorum at any Club meeting; the number of members who vote by proxy counts toward the number of members needed for a quorum. Fifty percent of the Executive Committee membership shall constitute a quorum at any Executive Committee meeting.

ARTICLE XI AMENDMENTS

- Section 1** These rules may be amended with a two-thirds vote by Club members either present in person or by proxy at any meeting at which a quorum is present in person or by proxy, provided that notice in writing of such amendment is given at least 10 days before the meeting.
- Section 2** Any proposed amendment must be in writing and signed by two members of the Club, and it must be sent to the Secretary in sufficient time to be included in the call for the meeting at which Club members are to vote on it. Submission of a proposed amendment for a vote by Club members requires approval by the Executive Committee.
- Section 3** The rules of this Club cannot be suspended under any circumstances.

ARTICLE XII PROCEDURE. *Robert's Rules of Order* as last revised shall govern the proceedings of all meetings.